

LAW OFFICES OF

Barbara J. Krasnove, P.A.

P96000056579

June 26, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

200001883092
-07/03/96--01033--016
*****122.50 / *****122.50

Re: PRIME BEARING, INC.

Dear Sirs:

Enclosed, is an original plus one copy of the Articles of Incorporation of the above-named company. Please file the original in your offices and return to us one certified copy.

I am enclosing a check in the amount of \$122.50 for filing fees.

Thank you for your anticipated cooperation.

Very truly yours,

Barbara J. Krasnove
BARBARA J. KRASNOVE, ESQ.
/bjk
Enclosure

FILED
96 JUL -1 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/5/96
JL

BARBARA J. KRASNOVE, ESQ.

**ARTICLES OF INCORPORATION
OF
PRIME BEARING, INC.**

FILED
JUL - 1 AM 3:20
SECRETARIES FLORIDA
TALLAHASSEE

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
NAME AND MAILING ADDRESS**

The name of the Corporation is PRIME BEARING, INC. The mailing address for the corporation is 10390 Lake Vista Circle Boca Raton, Florida 33498-6725.

**ARTICLE II
TERM OF EXISTENCE**

The existence of the corporation shall begin upon filing of the Articles by the Secretary of State and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III
PURPOSE**

The general purpose for which the corporation is organized is for the transacting of any business for which corporations may be incorporated under Chapter 607 of the Florida Statutes and any amendments or successor statutes thereto.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares this corporation shall be authorized to issue shall be 1,000 shares of Common stock at no par value.

**ARTICLE V
REGISTERED OFFICE**

The street address of the initial registered office in the State of Florida shall be 5701 N. Pine Island Rd. Suite 220, Tamarac, Florida 33321.

The name of the initial registered agent at the above address shall be BARBARA J. KRASNOVE, ESQ. The Board of Directors may from time to time change the registered office or change the registered agent to any other qualified agent.

**ARTICLE VI
NUMBER OF DIRECTORS**

This corporation shall have 2 directors initially. The number of directors may be increased or diminished from time to time by the by-laws but shall never be less than one (1).

The name and address of the initial directors are:

GEORGE KANOF, 10390 Lake Vista Circle Boca Raton, Florida
33498-6725

BEVERLY KANOF, 10390 Lake Vista Circle Boca Raton, Florida
33498-6725.

ARTICLE VII
INCORPORATOR

The name and address of the incorporators are:
GEORGE KANOF, 10390 Lake Vista Circle Boca Raton, Florida
33498-6725

BEVERLY KANOF, 10390 Lake Vista Circle Boca Raton, Florida
33498-6725.

Dated this 22 day of June, 1996.

George Kanof, Incorporator
GEORGE KANOF, Incorporator

Beverly Kanof, Incorporator
BEVERLY KANOF, Incorporator

STATE OF New York
COUNTY OF Westchester

I hereby certify that on this day, before me, a Notary
Public, duly authorized in the state and county named above,
to take acknowledgments, personally appeared GEORGE KANOF,
I.D. presented (driver's license), and BEVERLY KANOF,
I.D. presented (driver's license), who executed the
foregoing Articles of Incorporation for the purposes therein
designated.

Marya Gussack
Notary Public.

MARYA GUSSACK
NOTARY PUBLIC, State of New York
No. 4784189
Qualified in Westchester County
Commission Expires March 31, 1998

CONSENT OF REGISTERED AGENT

Having been named Registered Agent for this corporation at the Registered Office designated in the foregoing Articles of Incorporation, the undersigned accepts such designation.

Dated this 26 day of June, 1996

Barbara J. Krasnowe
BARBARA J. KRASNOVE, ESQ.

FILED
JUN -1 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF BROWARD**

I hereby certify that on this day, before me, a Notary Public, duly authorized in the state and county named above, to take acknowledgments, personally appeared BARBARA J. KRASNOVE, ESQ. (Fla. Driver's License presented) who executed the foregoing Consent of Registered Agent for the purposes therein designated.

Ellen Schattner
Notary Public,



ELLEN SCHATTNER
My Commission CC829728
Expires Feb. 01, 2000